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UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF APPEARANCE
AND REQUEST FOR NOTICES**

PLEASE TAKE NOTICE that the undersigned hereby appear as counsel to Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems (U.S.A.) Inc. (the “Creditor”), a creditor and party in interest in the above-captioned case. Pursuant to Section 1109(b) of the United States Bankruptcy Code, 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”) and Rules 2002, 9007 and 9010 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the undersigned hereby request, on behalf of the Creditor, that all notices given or required to be given in this case, and all papers served or required to be served in this case, be given to and served upon:

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PLEASE TAKE FURTHER NOTICE that, under Section 1109(b) of the Bankruptcy Code, this request includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, notices of any and all orders, applications, motions, petitions, pleadings, requests, complaints, or demands, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, courier service, hand-delivery, telephone, facsimile transmission, telegraph, telex, e-mail, or otherwise that (1) affect or seek to affect in any way any rights or interests of any creditor or party in interest in this case with respect to: (a) the debtor; (b) property of the estate or property in which the debtor may claim an interest, or the proceeds of either; or (c) property, or the

proceeds thereof, in the possession, custody, or control of others that the debtor may seek to use, sell or transfer; or (2) requires or seeks to require any act, delivery of any property, payment or other conduct by Creditor.

PLEASE TAKE FURTHER NOTICE that this Notice of Appearance includes and constitutes a request pursuant to Bankruptcy Rule 3017 to be served with each and every plan and disclosure statement that is filed herein by any person or entity.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any later appearance, pleading, claim, or suit waives (1) the right to have final orders in non-core matters entered only after de novo review by a District Court Judge, (2) the right to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) the right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any rights, claims, actions, defenses, setoffs or recoupments, under agreements, in law, in equity,

or otherwise, all of which rights, claims, actions, defenses, setoffs and recoupments
are expressly reserved.

Dated: New York, New York
October 11, 2005

PHILLIPS NIZER LLP

By: /s/ Sandra A. Riemer, Esq.
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**ATTORNEYS FOR FREESCALE
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